

Shalom Jacob
LOCKE LORD BISSELL & LIDDELL LLP
Three World Financial Center
New York, New York 10281-2101
Tel: (212) 415-8600
Fax: (212) 303-2754

Hearing Date: July 22, 2010 at 10:00 a.m.
Reply Deadline: July 2, 2010

-and-

Courtney E. Barr (CE 7768)
LOCKE LORD BISSELL & LIDDELL LLP
111 South Wacker Drive
Chicago, Illinois 60606
Tel: (312) 443-0700
Fax: (312) 443-0336

Counsel for D&R Technology, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 [RDD]

Debtors

(Jointly Administered)

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DELPHI CORPORATION, et al.,

Plaintiffs,

v.

Adv. Pro. No. 07-02212 [RDD]

D & R TECHNOLOGY LLC AND
D AND R TECHNOLOGY LLC,

Defendants.

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**JOINDER OF D&R TECHNOLOGY, LLC TO REPLIES TO REORGANIZED
DEBTORS' OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER
FORMS OF RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS
PREVIOUSLY ENTERED BY THIS COURT AND TO DISMISS THE AVOIDANCE
ACTIONS AGAINST THE MOVING DEFENDANTS**

D&R Technology, LLC ("D&R"), by and through its attorneys, Locke Lord Bissell &
Liddell LLP, hereby files this Joinder (the "Reply Joinder") to join in and adopt, with respect to

the above-captioned case and adversary proceeding, the arguments set forth in the following replies filed on July 2, 2010 (collectively, the “Replies”):

- 1) Reply of Wagner-Smith Company to Reorganized Debtors’ Omnibus Response to Motions Seeking, Among Other Forms of Relief, Orders to Vacate Certain Procedural Orders Previously Entered By This Court and to Dismiss the Avoidance Actions Against the Moving Defendants [Docket No. 20306];
- 2) Reply of HP Enterprise Services, LLC and Affiliates in Support of Their Motion for an Order Dismissing the Complaint with Prejudice, and Vacating Certain Prior Orders Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P. 9024 [Docket No. 20331]; and
- 3) Reply Memorandum of Law In Support of Motions of Affinia, GKN, MSX and Valeo to: (A) Vacate Certain Prior Orders of the Court; (B) Dismiss the Complaint with Prejudice; (C) Dismiss the Claims Against Certain Defendants Named in the Complaint; (D) Dismiss Claims Based on Assumption of Contracts; or (E) In the Alternative, to Require Plaintiffs to File a More Definite Statement [Docket No. 20304].

The facts and arguments set out in the respective Replies are substantially the same with respect to D&R, except as more specifically stated and amended by the *Joinder of D&R Technology, LLC to Motions (I) to Vacate Prior Orders Establishing Procedures for Certain Adversary Proceedings, Including Those Commenced by the Debtors under 11 U.S.C. §§ 541, 544, 545, 547, 548, or 549, and Extending the Time to Serve Process for Such Adversary Proceedings, and (II) in the Alternative, Dismissing the Adversary Proceedings on the Grounds of Being Barred by the Statute of Limitations and/or Judicial Estoppel* filed by D&R on June 1, 2010 [Docket No. 20211] (the “Joinder”), such that any relief granted for the benefit of one of the other preference defendants filing the Replies (or other similar motions) should be granted for all and others who are similarly situated, including but not limited to D&R. D&R supplements and/or amends the facts and arguments set out in the respective Replies as follows:

1. As qualified by the facts and legal arguments specific to D&R, the claims against D&R suffer from the same factual and legal infirmities as the claims asserted by the

Debtors/Plaintiffs against the preference defendants filing the above Replies (the “Defendants”), and accordingly, as detailed above, any relief granted for the benefit of one or more of the Defendants should be granted for D&R.

2. D&R expressly reserves all of its rights, remedies, arguments and claims, and nothing in this Reply Joinder shall be deemed to be an election of remedies or a waiver of any of D&R’s rights, remedies, arguments and interests to pursue, amend or modify any claims or defenses against the Debtors or any other party relating to these chapter 11 cases, the Adversary Proceeding¹ or any other legal or administrative proceeding.²

WHEREFORE, in the interest of judicial economy, D&R joins the Replies and for the reasons set forth in the Replies as qualified herein, D&R seeks an order of this Court:

(a) Vacating the Prior Orders on the grounds that each such order is void as to D&R by virtue of the Debtors’ and Plaintiffs’ intentional failure to provide D&R with notice of the motions in support of such orders, and because the Prior Orders were improvidently entered;

(b) Dismissing, with prejudice, the Adversary Proceeding against D&R on the ground that it is barred by the two-year statute of limitations imposed by 11 U.S.C. § 546(a); and

(c) Dismissing, with prejudice, the Adversary Proceeding and Complaint against D&R on the ground that it is barred by judicial estoppel.

¹ Capitalized terms that are used but not otherwise defined shall have the same meaning ascribed to them as provided in the Joinder.

² The rights that D&R reserves includes, but is not limited to, all of its rights under 28 U.S.C. § 157(d) and the right to challenge any findings of fact entered by the Bankruptcy Court.

Dated: July 2, 2010
Chicago, Illinois

Shalom Jacob
LOCKE LORD BISSELL & LIDDELL LLP
Three World Financial Center
New York, New York 10281-2101
Tel: (212) 415-8600
Fax: (212) 303-2754

-and-

/s/ Courtney Engelbrecht Barr
Courtney Engelbrecht. Barr (CE 7768)
LOCKE LORD BISSELL & LIDDELL LLP
111 S. Wacker Dr.
Chicago, IL 60606
Tel: (312) 443-0700
Fax: (312) 443-0336

Counsel for D&R Technology, LLC

CERTIFICATE OF SERVICE

The undersigned, an attorney, hereby certifies that on July 2, 2010, she electronically filed the *Joinder of D&R Technology, LLC To Replies to Reorganized Debtors' Omnibus Response to Motions Seeking, Among Other Forms of Relief, Orders to Vacate Certain Procedural Orders Previously Entered by This Court and to Dismiss the Avoidance Actions Against the Moving Defendants* (the "Reply Joinder"), which will send ECF notification of the filing of the same to the parties who have filed an appearance in this case.

The undersigned attorney further certifies that she caused the Reply Joinder to be served by the method so indicated on July 2, 2010 upon the following:

Eric B. Fisher BUTZEL LONG, P.C. 380 Madison Avenue, 22nd Floor New York, NY 10017 Fax: (212) 818-0494 <u>BY FACSIMILE</u>	U.S. Trustee United States Bankruptcy Court 300 Quarropas Street White Plains, NY 10601 <u>BY U.S. MAIL</u>
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/s/ Courtney Engelbrecht Barr
Courtney Engelbrecht. Barr (CE 7768)
LOCKE LORD BISSELL & LIDDELL LLP
111 S. Wacker Dr.
Chicago, IL 60606
Tel: (312) 443-0700
Fax: (312) 443-0336